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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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TYCO INTERNATIONAL, LTD. and	:
TYCO INTERNATIONAL (US), INC.,	: No. 02 Civ. 7317 (TPG)
	: <b>ECF CASE</b>
Plaintiffs/Counterclaim	:
Defendants,	:
	:
v.	:
	:
	:
	:
L. DENNIS KOZLOWSKI,	:
	:
	:
Defendant/Counterclaim	:
Plaintiff.	:
-----X	

**DECLARATION OF TRICIA B. SHERNO  
IN SUPPORT OF THE OPPOSITION OF L. DENNIS KOZLOWSKI TO THE MOTION  
BY TYCO INTERNATIONAL LTD. AND TYCO INTERNATIONAL (US) INC. FOR  
PARTIAL SUMMARY JUDGMENT AS TO DAMAGES**

I, Tricia B. Sherno, hereby declare as follows:

I am a member of the Bar of this State and of this Court. I am an attorney with Debevoise & Plimpton LLP, counsel to the defendant/counterclaim plaintiff in this matter, L. Dennis Kozlowski. I submit this declaration in support of Mr. Kozlowski's opposition to the motion by Tyco International Ltd. and Tyco International (US) Inc. for partial summary judgment as to damages.

Attached hereto as Exhibits 1 through 23 are true and correct copies of the following:

1. Excerpts from the trial transcript in *People v. Kozlowski and Swartz*, Supreme Court, New York County, No. 5259/02, dated February 1, 2005.
2. Excerpts from the transcript of the May 9-11, 2007 deposition of Stephen Foss.
3. Excerpts from the transcript of the August 30-31, 2007 deposition of Wendy Lane.
4. Excerpt from the trial transcript in *People v. Kozlowski and Swartz*, Supreme Court, New York County, No. 5259/02, dated April 27, 2005.
5. Excerpts of a Schedule 14A Proxy Statement filed with the Securities & Exchange Commission by Tyco International Ltd. on February 20, 1998.
6. Excerpts of a Schedule 14A Proxy Statement filed with the Securities & Exchange Commission by Tyco International Ltd. on September 27, 1999.
7. Excerpts of a Schedule 14A Proxy Statement filed with the Securities & Exchange Commission by Tyco International Ltd. on March 1, 2000.
8. Excerpts of a Schedule 14A Proxy Statement filed with the Securities & Exchange Commission by Tyco International Ltd. on January 29, 2001.
9. Excerpts of a Schedule 14A Proxy Statement filed with the Securities & Exchange Commission by Tyco International Ltd. on January 28, 2002.
10. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on September 20, 1996.

11. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 24, 1997.
12. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 30, 2002.
13. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 17, 2003.
14. Excerpts of a Form 8-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 30, 2002.
15. Excerpts of a Form 8-K filed with the Securities & Exchange Commission by Tyco International Ltd. on July 29, 2003.
16. Excerpts from the materials for Tyco International Ltd., Compensation Committee Meeting, dated July 31, 1996.
17. Excerpts from the materials of the Tyco International Ltd., Compensation Committee Meeting, dated October 21, 1998.
18. Excerpts from the materials of the Tyco Board of Directors' Meeting Compensation Update, dated November 3, 1999.
19. Excerpts from the minutes and accompanying materials of the Tyco International Ltd. Compensation Committee Discussion Session, dated September 28, 2000.
20. Excerpts from the Tyco International Ltd. Minutes of the Compensation Committee Meeting and accompanying materials, dated October 1, 2001.
21. The Amended Complaint, dated May 14, 2004 in *Tyco Int'l Ltd. v. L. Dennis Kozlowski, et al.*, No. 02-cv-9705 (AKH) (United States District Court for the Southern District of New York).
22. The Expert Rebuttal Report of Professor Merle Erickson, dated April 14, 2008, filed in *Tyco Int'l Ltd. v. L. Dennis Kozlowski, et al.*, No. 02-cv-9705 (AKH) (United States District Court for the Southern District of New York).
23. Tyco's Response to Kozlowski's First Request for Admissions, First Interrogatories, and First Request for Production of Documents to Tyco International Ltd. in *Tyco v. Kozlowski*, MDL Docket No. 02-1335-B, dated July 12, 2007.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 9<sup>th</sup> day of June 2011 in New York, New York.

/S/ [Tricia B. Sherno]

Tricia B. Sherno